

Steven J. Reisman
Shaya Rochester
KATTEN MUCHIN ROSENMAN LLP
50 Rockefeller Plaza
New York, New York 10020-1605
Telephone: (212) 940-8800

*Special Counsel to Voyager Digital Ltd.
at the Direction of its Independent Director*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> , ¹)	
)	Case No. 22-10943 (MEW)
Debtors.)	
)	(Jointly Administered)
)	

**SECOND MONTHLY FEE STATEMENT OF KATTEN MUCHIN ROSENMAN LLP AS
SPECIAL COUNSEL TO VOYAGER DIGITAL LTD., AT THE DIRECTION OF ITS
INDEPENDENT DIRECTOR, FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD OF DECEMBER 1, 2022
THROUGH AND INCLUDING DECEMBER 31, 2022**

<u>Name of Applicant:</u>	<u>Katten Muchin Rosenman LLP</u>
Authorized to provide professional services to:	Voyager Digital Ltd., at the Direction of its Independent Director
Date of bankruptcy filing:	July 5, 2022
Date of retention order:	January 25, 2023, effective as of November 11, 2022
Period for which compensation and reimbursement are sought:	December 1, 2022 through and including December 31, 2022
Amount of compensation sought as actual, reasonable, and necessary:	\$18,150 (80% of \$22,687.50 ²)
Amount of expense reimbursement sought as	\$0.00

¹ The Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers, are Voyager Digital Holdings, Inc. (7687); Voyager Digital, Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Debtors' principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003.

² Katten has written off timekeepers billing under 3 hours during the Fee Period in the amount of \$1,004.50 as a courtesy to the Debtors' estates.

actual, reasonable, and necessary:	
Type of fee statement or application:	Monthly Fee Statement
Prior Applications	First Monthly Fee Statement [Docket No. 1145]

Pursuant to sections 327, 330, and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of Katten Muchin Rosenman LLP as Special Counsel for Debtor Voyager Digital Ltd., on Behalf of and at the Sole Direction of the Independent Director, Effective as of November 11, 2022*, entered on January 25, 2023 [Docket No. 910] (the “Retention Order”), and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 236] (the “Interim Compensation Order”), Katten Muchin Rosenman LLP (“Katten”), special counsel for Debtor Voyager Digital Ltd. (“TopCo”), at the direction of its independent director (the “Independent Director”) in the above-captioned chapter 11 cases (these “Chapter 11 Cases”), hereby submits this *Second Monthly Fee Statement of Katten Muchin Rosenman LLP as Special Counsel to Voyager Digital Ltd., at the Direction of its Independent Director, for Compensation for Services Rendered and Reimbursement of Expenses for the Period of December 1, 2022 Through and Including December 31, 2022* (this “Monthly Fee Statement”) for (i) interim allowance of \$22,687.50 for the reasonable compensation for actual, necessary legal services Katten rendered to TopCo, at the direction of the Independent Director, from December 1, 2022 through and including December 31, 2022 (the “Fee Period”), and actual, necessary expenses Katten incurred in connection therewith; (ii) interim allowance and

payment of compensation in the amount of \$18,150 (80% of \$22,687.50³) for reasonable compensation for actual, necessary legal services Katten rendered during the Fee Period; and (iii) interim allowance and payment of \$0.00 for the actual, necessary expenses Katten incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule for the Fee Period of the number of hours expended and fees incurred (on an aggregate basis) by Katten partners, associates, and paraprofessionals during the Fee Period with respect to each of the project categories Katten established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Katten incurred \$22,687.50³ in fees during the Fee Period. Pursuant to this Monthly Fee Statement and the Interim Compensation Order, Katten seeks payment of 80% percent of such fees (\$18,150 in the aggregate).
 - **Exhibit B** is a schedule of Katten professionals, including the standard hourly rate for each professional who rendered services to TopCo, on behalf of and at the sole direction of the Independent Director, in connection with these Chapter 11 Cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and amount of fees relating to each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is \$1,046.48.⁴ The blended hourly billing rate of paraprofessionals for all services provided during the Fee Period is \$380.⁵
 - **Exhibit C** is a schedule for the Fee Period setting forth the total payment sought with respect to each category of expenses for which Katten is seeking payment in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Katten's out-of-pocket expenses, which total \$0.00.
 - **Exhibit D** includes the time records of Katten professionals, which provide a daily summary of the time spent by each Katten professional during the Fee Period and an itemization of expenses by project category.

³ Katten has written off timekeepers billing under 3 hours during the Fee Period in the amount of \$1,004.50 as a courtesy to the Debtors' estates.

⁴ The blended hourly rate of \$1,046.48 for attorneys is derived by dividing the total fees for attorneys of \$21,243.50 by the total hours of 20.30 for those same attorneys.

⁵ The blended hourly rate of \$380 for paraprofessionals is derived by dividing the total fees for paraprofessionals of \$1,444 by the total hours of 3.80 for those same paraprofessionals.

Representations

2. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Katten reserves the right to make further application to the United States Bankruptcy Court for the Southern District of New York for allowance of such fees and expenses not included herein in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

3. The Independent Director reviewed and approved the filing of this Monthly Fee Statement.

Notice

4. Notice of this Monthly Fee Statement will be provided in accordance with the Interim Compensation Order.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, Katten, in connection with services rendered to TopCo, at the direction of its Independent Director, in connection with these Chapter 11 Cases, respectfully requests: (i) interim allowance of \$22,687.50 for reasonable compensation for actual, necessary legal services Katten rendered to TopCo, at the direction of its Independent Director, during the Fee Period, and actual, necessary expenses Katten incurred in connection therewith; (ii) interim allowance and payment of compensation in the amount of \$18,150⁶, which is 80% percent of the total amount of reasonable compensation for actual, necessary legal services Katten rendered during the Fee Period; and (iii) interim allowance and payment of \$0.00 for the actual, necessary expenses Katten incurred in connection with such services during the Fee Period.

New York, New York
Dated: March 7, 2023

/s/ Steven J. Reisman

KATTEN MUCHIN ROSENMAN LLP

Steven J. Reisman

Shaya Rochester

50 Rockefeller Plaza

New York, New York 10020-1605

Telephone: (212) 940-8800

Email: sreisman@katten.com

shaya.rochester@katten.com

*Special Counsel to Voyager Digital Ltd. at the
Direction of its Independent Director*

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the foregoing was served via CM/ECF on this 7th day of March, 2023, to all parties receiving notice in the above-captioned case and in accordance with the Interim Compensation Order, constituting all necessary parties.

/s/ Steven J. Reisman

Steven J. Reisman

⁶ Katten has written off timekeepers billing under 3 hours during the Fee Period in the amount of \$1,004.50 as a courtesy to the Debtors' estates.

Steven J. Reisman
Shaya Rochester
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Telephone: (212) 940-8800
Special Counsel to Voyager Digital Ltd.
at the Direction of its Independent Director

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
VOYAGER DIGITAL HOLDINGS, INC., <i>et al.</i> , ¹)	Case No. 22-10943 (MEW)
)	
Debtors.)	(Jointly Administered)
)	

VERIFICATION OF STEVEN J. REISMAN

I, Steven J. Reisman, hereby declare the following under penalty of perjury:

1. I am a partner of the law firm of Katten Muchin Rosenman LLP (“Katten”), located at 50 Rockefeller Plaza, New York, New York 10020. I am the lead attorney from Katten working on the above-captioned chapter 11 cases (these “Chapter 11 Cases”). I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States District Courts for the Southern District of New York, Eastern District of New York, District of New Jersey, District of Connecticut, Eastern District of Michigan, and Eastern District of Wisconsin; United States Courts of Appeals for the Second Circuit and Third Circuit; and United States Supreme Court. There are no disciplinary proceedings pending against me.

¹ The Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers, are Voyager Digital Holdings, Inc. (7687); Voyager Digital, Ltd. (7224); and Voyager Digital, LLC (8013). The location of the Debtors’ principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003.

2. I have personally performed many of the legal services rendered by Katten as special counsel to Debtor Voyager Digital Ltd. (“TopCo”), at the direction of its Independent Director, and am familiar with the work performed at the direction of its Independent Director by the lawyers and other personnel at Katten.

3. The facts set forth in the foregoing Monthly Fee Statement are true and correct to the best of my knowledge, information, and belief.

4. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

New York, New York
Dated: March 7, 2023

/s/ Steven J. Reisman

Steven J. Reisman

Partner

Katten Muchin Rosenman LLP

Exhibit A

In re Voyager Digital Holdings, Inc., et al.

Bankruptcy Case No. 22-10943 (MEW) (Jointly Administered)

**Summary of Total Fees and Expenses by Project Category
for the Fee Period of December 1, 2022 Through and Including December 31, 2022**

In re Voyager Digital Holdings, Inc., et al.
Bankruptcy Case No. 22-10943 (MEW) (Jointly Administered)

**Summary of Total Fees and Expenses by Project Category
for the Fee Period of December 1, 2022 Through and Including December 31, 2022**

Matter Number	Matter Description	Hours	Amount	Expenses	Total Compensation
3	Adversary Proceeding and Contested Matters	3.20	\$ 3,728.00		\$ 3,728.00
16	Hearings	0.60	261.50		261.50
18	Disclosure Statement, Plan, Confirmation	12.60	14,391.00		14,391.00
20	Retention and Fee Matters	7.70	4,307.00		4,307.00
Totals¹		24.10	\$ 22,687.50	\$0.00	\$ 22,687.50

¹ Katten has written off timekeepers billing under 3 hours during the Fee Period in the amount of \$1,004.50 as a courtesy to the Debtors' estates.

Exhibit B

In re Voyager Digital Holdings, Inc., et al.

Bankruptcy Case No. 22-10943 (MEW) (Jointly Administered)

**Attorneys' and Paraprofessionals' Information
for the Fee Period of December 1, 2022 Through and Including December 31, 2022**

In re Voyager Digital Holdings, Inc., et al.
Bankruptcy Case No. 22-10943 (MEW) (Jointly Administered)

Attorneys' and Paraprofessionals' Information
for the Fee Period of December 1, 2022 Through and Including December 31, 2022

Attorneys

Attorney	Position with the Applicant	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Steven Reisman	Partner (NYC)	NY - 1991	Restructuring	\$1,585	4.50	\$ 7,132.50
Shaya Rochester	Partner (NYC)	NY - 2003	Restructuring	1,285	5.70	7,324.50
Ethan Trotz	Associate (CHI)	IL - 2018	Restructuring	715	7.10	5,076.50
Robin Evans	Associate (Chi)	IL - 2021 IA - 2021	Restructuring	570	3.00	1,710.00
Totals for Attorneys					20.30	\$ 21,243.50

PARAPROFESSIONALS

Paraprofessional	Position with the Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Marie Siena	Paraprofessional	Restructuring	\$380	3.80	\$ 1,444.00
Totals for Paraprofessionals				3.80	\$ 1,444.00
Total for Attorneys and Paraprofessionals¹				24.10	\$ 22,687.50

¹ Katten has written off timekeepers billing under 3 hours during the Fee Period in the amount of \$1,004.50 as a courtesy to the Debtors' estates.

Exhibit C

In re Voyager Digital Holdings, Inc., et al.

Bankruptcy Case No. 22-10943 (MEW) (Jointly Administered)

**Summary of Actual and Necessary Expenses
for the Fee Period of December 1, 2022 Through and Including December 31, 2022**

In re Voyager Digital Holdings, Inc., et al.
Bankruptcy Case No. 22-10943 (MEW) (Jointly Administered)

Summary of Actual and Necessary Expenses
for the Fee Period of December 1, 2022 Through and Including December 31, 2022

Expenses by Category	Amount
Total	\$0.00

Exhibit D

In re Voyager Digital Holdings, Inc., et al.

Bankruptcy Case No. 22-10943 (MEW) (Jointly Administered)

**Detailed Description of Fees, Expenses and Disbursements
for the Fee Period of December 1, 2022 Through and Including December 31, 2022**

Katten

Katten Muchin Rosenman LLP
50 Rockefeller Plaza
New York NY 10020-1605

Tel: 212-940-8800

Fax: 212-940-8776

Federal Tax ID:36-2796532

www.katten.com

March 03, 2023

**Matthew Ray, Independent Director of
Voyager Digital Ltd.**

Client: 0000398573
Payer: 0000398573
Matter: 398573.00003
Invoice #: 9020116353
Invoice Due Date: Payable Upon
Receipt

Summary

RE: Adversary Proceeding and Contested Matters

For Professional Services Rendered Through December 31, 2022

Fees Total.....	3,728.00	
Total Amount Due	3,728.00	USD

Payment can be remitted directly to our account:

When wiring a payment please e-mail a copy of the remittance to payments@katten.com

Remittance address:
Katten Muchin Rosenman LLP
525 West Monroe Street
Chicago, IL 60661-3693

Direct billing inquiries to NYBillingInquiries@katten.com

Disbursements and other charges incurred which have not yet been posted as of the above date will be billed at a later date.

Katten Muchin Rosenman LLP is an Illinois Limited Liability Partnership including professional corporations that has elected to be governed by the Illinois Uniform Partnership Act (1997).

Katten Muchin Rosenman UK LLP is a Limited Liability Partnership of solicitors and registered foreign lawyers registered in England and Wales.

Matter: 398573.00003

Invoice #: 9020116353

March 03, 2023

Invoice Due Date: Payable Upon Receipt

RE: Adversary Proceeding and Contested Matters

TIME DETAILS

Date	Timekeeper	Description	Hours
12/07/2022	Trotz, Ethan	Prepare for call with lead Debtor counsel regarding Complaint (.50); update call with lead Debtor counsel regarding Complaint (.70)	1.20
12/07/2022	Rochester, Shaya	Call with S. Reisman before call with lead Debtor counsel regarding Ad Hoc Equity Complaint (.30); call with lead Debtor counsel regarding Complaint (.70)	1.00
12/07/2022	Reisman, Steven	Discussion with S. Rochester regarding Ad Hoc Equity Committee complaint (.30); update call with Kirkland regarding Complaint (.70)	1.00
Total Hours :			3.20

Matter: 398573.00003

Invoice #: 9020116353

March 03, 2023

Invoice Due Date: Payable Upon Receipt

TIME SUMMARY

United States

Name	Hours	Rate	Amount
Reisman, Steven	1.00	1,585.00	1,585.00
Rochester, Shaya	1.00	1,285.00	1,285.00
Trotz, Ethan	1.20	715.00	858.00

Sub Total :	3.20	Sub Total :	3,728.00
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Total Hours :	3.20	Total Fees	3,728.00 USD
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March 03, 2023

**Matthew Ray, Independent Director of
Voyager Digital Ltd.**

Client: 0000398573
Payer: 0000398573
Matter: 398573.00016
Invoice #: 9020116354
Invoice Due Date: Payable Upon
Receipt

Summary

RE: Hearings

For Professional Services Rendered Through December 31, 2022

Fees Total.....	261.50	
Total Amount Due	261.50	USD

Payment can be remitted directly to our account:

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Remittance address:
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Matter: 398573.00016

Invoice #: 9020116354

March 03, 2023

Invoice Due Date: Payable Upon Receipt

RE: Hearings

TIME DETAILS

Date	Timekeeper	Description	Hours
12/19/2022	Siena, Marie	Review notices of upcoming hearings (.30); emails with E. Trotz regarding upcoming hearings (.20)	0.50
12/28/2022	Trotz, Ethan	Emails with S. Rochester regarding hearing schedule (.10)	0.10
Total Hours :			0.60

Matter: 398573.00016

Invoice #: 9020116354

March 03, 2023

Invoice Due Date: Payable Upon Receipt

TIME SUMMARY

United States

Name	Hours	Rate	Amount
Trotz, Ethan	0.10	715.00	71.50
Siena, Marie	0.50	380.00	190.00
Sub Total :	0.60	Sub Total :	261.50
Total Hours :	0.60	Total Fees	261.50 USD

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March 03, 2023

**Matthew Ray, Independent Director of
Voyager Digital Ltd.**

Client: 0000398573
Payer: 0000398573
Matter: 398573.00018
Invoice #: 9020116355
Invoice Due Date: Payable Upon
Receipt

Summary

RE: Disclosure Statement, Plan, Confirmation

For Professional Services Rendered Through December 31, 2022

Fees Total.....	14,391.00	
Total Amount Due	14,391.00	USD

Payment can be remitted directly to our account:

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Matter: 398573.00018

Invoice #: 9020116355

March 03, 2023

Invoice Due Date: Payable Upon Receipt

RE: Disclosure Statement, Plan, Confirmation

TIME DETAILS

Date	Timekeeper	Description	Hours
12/01/2022	Rochester, Shaya	Update analysis on intercompany claims (.50)	0.50
12/01/2022	Reisman, Steven	Review documentation and information regarding intercompany claims (.80)	0.80
12/02/2022	Trotz, Ethan	Revise intercompany claims chart (.30)	0.30
12/05/2022	Trotz, Ethan	Review motion to compel (.30); review equity interest motion (.30)	0.60
12/06/2022	Rochester, Shaya	Review issues regarding information and documentation request to prepare for call with lead Debtor counsel (.30)	0.30
12/06/2022	Reisman, Steven	Revise information and documentation request (.30)	0.30
12/09/2022	Trotz, Ethan	Review docket for case updates (.20)	0.20
12/19/2022	Trotz, Ethan	Review update on case including Binance matters (.20)	0.20
12/19/2022	Rochester, Shaya	Review Binance press release (.10); prepare email to client regarding Binance press release (.10)	0.20
12/20/2022	Rochester, Shaya	Review recent reports regarding Voyager-Binance transaction (.10); emails with S. Reisman and M. Ray regarding reports on Voyager-Binance transaction (.20)	0.20
12/20/2022	Reisman, Steven	Emails with S. Rochester and M. Ray regarding Voyager-Binance transaction (.20)	0.20
12/22/2022	Trotz, Ethan	Review amended Plan and Disclosure Statement (2.10); prepare summary of changes with respect to TopCo (.60); call with S. Rochester regarding summary (.20); emails with S. Rochester regarding summary (.20)	3.10
12/22/2022	Rochester, Shaya	Provide comments on summary of amended Chapter 11 Plan and Disclosure Statement regarding Binance (.80); multiple emails with E. Trotz regarding summary (.40); call with E. Trotz regarding summary (.20)	1.40
12/22/2022	Reisman, Steven	Review amended plan and disclosure statement regarding treatment of intercompany claims (1.40)	1.40
12/23/2022	Trotz, Ethan	Update claims analysis (.60)	0.60
12/23/2022	Rochester, Shaya	Update summary of intercompany transfer analysis based on changes to Chapter 11 Plan (.20)	1.20
12/23/2022	Reisman, Steven	Review summary of intercompany transfer claims analysis pursuant to plan (.40); review underlying documentation (.40)	0.80
12/29/2022	Rochester, Shaya	Emails with Katten and lead Debtor counsel regarding update call in light of Binance transaction and new Chapter 11 plan (.30)	0.30
Total Hours :			12.60

Matter: 398573.00018

Invoice #: 9020116355

March 03, 2023

Invoice Due Date: Payable Upon Receipt

TIME SUMMARY

United States

Name	Hours	Rate	Amount
Reisman, Steven	3.50	1,585.00	5,547.50
Rochester, Shaya	4.10	1,285.00	5,268.50
Trotz, Ethan	5.00	715.00	3,575.00

Sub Total :	12.60	Sub Total :	14,391.00
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Total Hours :	12.60	Total Fees	14,391.00 USD
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Tel: 212-940-8800

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Federal Tax ID:36-2796532

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March 03, 2023

**Matthew Ray, Independent Director of
Voyager Digital Ltd.**

Client: 0000398573
Payer: 0000398573
Matter: 398573.00020
Invoice #: 9020116356
Invoice Due Date: Payable Upon
Receipt

Summary

RE: Retention and Fee Matters

For Professional Services Rendered Through December 31, 2022

Fees Total.....	4,307.00	
Total Amount Due	4,307.00	USD

Payment can be remitted directly to our account:

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Matter: 398573.00020

Invoice #: 9020116356

March 03, 2023

Invoice Due Date: Payable Upon Receipt

RE: Retention and Fee Matters

TIME DETAILS

Date	Timekeeper	Description	Hours
12/02/2022	Rochester, Shaya	Review issues regarding Retention Application (.20)	0.20
12/07/2022	Rochester, Shaya	Review issues regarding finalizing Retention Application (.20); multiple emails with Kirkland regarding Retention Application (.20)	0.40
12/15/2022	Trotz, Ethan	Review issues regarding Retention Application (.20); review draft monthly fee statement (.20)	0.40
12/15/2022	Siena, Marie	Revise November monthly fee statement materials to ensure that confidential and privileged information is not disclosed (1.10)	1.10
12/16/2022	Trotz, Ethan	Emails with R. Evans regarding retention issues (.20)	0.20
12/16/2022	Trotz, Ethan	Emails with S. Rochester regarding retention issues (.20)	0.20
12/16/2022	Evans, Robin	Drafted monthly fee statement (1.90)	1.90
12/18/2022	Siena, Marie	Continue to review materials for November monthly fee statement for privileged and confidential information (.40)	0.40
12/19/2022	Siena, Marie	Continue to revise November monthly fee statement to ensure that confidential and privileged information (.60); email R. Evans regarding November monthly fee statement (.20)	0.80
12/22/2022	Evans, Robin	Provide comments to November monthly fee statement (.90); emails with E. Trotz and M. Siena regarding November monthly fee statement (.20)	1.10
12/23/2022	Siena, Marie	Continue to revise November monthly fee statement to incorporate R. Evans comments (.20); emails with S. Rochester regarding November monthly fee statement (.20)	0.40
12/29/2022	Siena, Marie	Continue to revise November monthly fee statement to incorporate S. Rochester comments (.60)	0.60
Total Hours :			7.70

Matter: 398573.00020

Invoice #: 9020116356

March 03, 2023

Invoice Due Date: Payable Upon Receipt

TIME SUMMARY

United States

Name	Hours	Rate	Amount
Rochester, Shaya	0.60	1,285.00	771.00
Trotz, Ethan	0.80	715.00	572.00
Evans, Robin	3.00	570.00	1,710.00
Siena, Marie	3.30	380.00	1,254.00
Sub Total :	7.70	Sub Total :	4,307.00
Total Hours :	7.70	Total Fees	4,307.00 USD